

## 内幕消息委员会（「委员会」）的职权范围

### 宗旨

协助董事会（「董事会」）确定及评估可能构成内幕消息（定义见证券及期货条例）（“内幕消息”）的数据，并实时向董事会推荐交由委员会作出任何考虑或决定。

### 组成

委员会为根据本公司董事会于 2014 年 5 月 5 日举行的会议上通过的决议案而成立。

### 成员资格

1. 委员会成员人数不得少于三人，并须由董事会从董事（包括执行董事、非执行董事及独立非执行董事）及参与管理本公司的任何人士中委任。
2. 委员会主席须由董事会从执行董事中委任。
3. 委员会成员须以董事会不时通过的决议案委任及罢免。
4. 委员会必须订立具体的书面职权范围，明确规定其权限及职责。
5. 委员会可不时委任董事会秘书或任何其他人士担任委员会秘书。

### 会议及法定人数

1. 委员会将于必要或适当时举行会议。
2. 所有委员会会议均可透过电话或其他电子方式举行。
3. 两名委员会成员构成会议的法定人数。
4. 每次会议前必须向委员会成员发出通知，特殊情况除外。会议通知须说明会议的目的、时间及地点。
5. 委员会会议议程及相关会议文件须于拟举行会议日期至少 3 日前送交全体委员会成员，特殊情况除外。

6. 委员会的决议案须由有权出席会议并于会上投票的委员会成员大多数票数通过。如赞成及反对一项决议案的票数相同，则委员会主席有权投第二票。
7. 委员会会议的会议纪录须详尽记录委员会所考虑的事项及所达致的决定，包括成员所提出的任何疑虑或所表达的意见。委员会会议的会议纪录初稿及最终版本均须于委员会会议举行后的合理时间内送交所有委员会成员，以供他们发表意见及记录，最后定稿须发送董事会作其记录之用。

## 职权

1. 委员会获董事会授权于其职权范围内履行其职责，并向本公司高级管理人员索取任何所需资料，以助其了解有关问题。
2. 如有需要，委员会于履行其职责、责任及职能时，应寻求独立专业意见及协助，费用由公司支付。
3. 委员会应获供给充足资源以履行其职责。

## 角色及职责

委员会的角色及职责包括：

1. 建立及审议公司有关内幕消息的政策及做法：
2. 审议是否有任何事件或消息被视为内幕消息：
3. 考虑及审议披露或不披露内幕消息的决定：
4. 审议于出现内幕消息的情况下是否能采用安全港条文：
5. 审议是否有合理预防措施将内幕消息保密：
6. 审议是否保持将内幕消息保密：
7. 考虑是否需要暂停交易：
8. 审议有关内幕消息的公告及临时公告（如适用）：及

9. 就遵照董事会采纳的既定披露政策和指引、适用法例及规则（包括但不限于香港联合交易所有限公司证券上市规则以及证券及期货条例）而披露内幕消息的事宜向董事会提供建议。

#### 汇报程序

委员会主席须实时向董事会汇报委员会的考虑或决定，并提出适当建议。

## **Terms of Reference for Inside Information Committee (the “Committee”)**

### **Objective**

Assist the board of directors (the “Board”) to identify and evaluate the potential inside information (as defined under the Securities and Futures Ordinance )(the “Inside Information”) and immediately recommend to the Board for any consideration or decision of the Committee.

### **Constitution**

The Committee is established Pursuant to a resolution passed by the Board of the Company at its meeting held on 5 May 2014.

### **Membership**

1. The Committee members shall consist of not less than three in numbers, who shall be appointed by the Board from amongst the directors (including executive directors, non-executive directors and independent non-executive directors) and any person involved in the management of the Company.
2. The Chairman of the Committee shall be appointed by the Board from amongst the executive directors.
3. The members of the Committee shall be appointed and removed by resolutions passed by the Board from time to time.
4. The Committee should be established with specific written terms of reference which deal clearly with its authority and duties.
5. The Committee may from time to time appoint Board Secretary or any other person as the secretary of the Committee.

### **Meetings and Quorum**

1. The Committee will meet at such times as shall be necessary or appropriate.
2. All meetings of the Committee may be held by telephone or other electronic means.
3. The quorum for the meeting shall be two members of the Committee.
4. Notice shall be given to the Committee members before each meeting (except for special circumstances). Notice of meeting shall state the purpose, time and venue of the meeting.
5. Agenda of Committee meeting and accompanying meeting papers should be sent to all committee members at least 3 days before the intended date of the meeting (except for special circumstances).

6. Resolutions of the Committee shall be passed by a majority of votes of members of the Committee who are entitled to attend and vote at the meeting. Where the number of votes for and against a resolution is the same, the Chairman of the Committee shall be entitled to cast an extra vote.
7. Minutes of Committee meetings shall record in sufficient detail the matters considered by the Committee and decisions reached, including any concerns raised or dissenting views expressed by members. Draft and final versions of the minutes of Committee meetings shall be sent to all committee members for comments and records respectively, in both cases within a reasonable time after the Committee meeting is held. And the final version shall be sent to the Board for their records within a reasonable time after the meeting.

### **Authority**

1. The Committee is authorised by the Board to perform its duties within the scope of its terms of reference and obtain any information required from the senior management of the Company to facilitate its understanding of the issue.
2. Where necessary, the Committee should seek independent professional advice and assistance, at the Company's expense, to perform its duties, responsibilities and functions.
3. The Committee should be provided with sufficient resources to perform its duties.

### **Roles and Responsibilities**

The roles and responsibilities of the Committee shall include:

1. to develop and review the Company's policies and practices on Inside Information;
2. to review whether any event or information is considered to be Inside Information;
3. to consider and review disclosure or non-disclosure of Inside Information;
4. to review the application of the safe Harbours in the circumstances of an Inside Information;
5. to review whether reasonable precautions are in place for preserving confidentiality of Inside Information;
6. to review whether the confidentiality of Inside Information is maintained;
7. to consider whether trading suspension is required;
8. to review announcements of Inside Information and holding announcement, if applicable; and

9. to make recommendations to the Board on the disclosure of Inside Information in compliance with the established disclosure policy and guidelines adopted by the Board, the applicable laws and regulations, including but not limited to Rules Governing The Listing Of Securities On The Stock Exchange of Hong Kong Limited and the Securities and Futures Ordinance..

#### **Reporting Procedures**

The Chairman of the Committee shall report the Committee's consideration or decision and make appropriate recommendations to the Board immediately.